REMARKS

The following is submitted pursuant to 37 C.F.R. § 1.173(c).

Original patent claims 1-29 have been canceled.

Claims 30-34, 44 and 55-71 added in the reissue application have been canceled.

Claims 35, 37-43 and 45-51 added in this reissue application have been allowed.

Dependent Claim 36 has been amended from the version originally presented in the reissue application as filed by changing "rectangularly arranged with respect to" said rotational axis to --rectangularly intersecting-- said rotational axis based upon Fig. 3 and Fig. 4 of the patent where the normals on the openings (the horizontal line) rectangularly intersect the rotational axis.

Independent Claim 52 has been amended from the previously amended version to recite the two conveyors "defining a support plane", the conveyors being moved "with a radial component" relative to the drive shaft (see Fig. 9 of the patent), and the last clause of allowed Claim 35 which thus has the same support in the disclosure (see, e.g., the seal of Fig. 2 as described at col. 5, lines 49 *et seq* of the patent specification). Dependent Claim 53 has been amended in a manner similar to Claim 36 in that the opening areas are defined as "rectangularly intersecting said rotational axis" as shown in Figs. 3 and 4. Dependent Claim 54 has not been amended relative to the previously amended version.

Independent method Claim 72 has been amended relative to the previously amended version to eliminate unnecessary reference to "the steps of"

in the preamble to recite that the vacuum chamber has "at least" two openings (see Fig. 4 of the patent drawings), to recite "at least" two conveyors (again see Fig. 4), to eliminate unnecessary reference to the conveyors mounted "opposite each other," to clarify that the arms are the previously recited "transport" arms and that they move the conveyors "in a direction at least with a radial component with respect to said drive shaft and with said support plane being perpendicular to said direction" (Fig. 9 of the patent drawings), reciting that "at least one" of the openings is a "vacuum" treating station (Fig. 2, e.g., station 27). The changes in the "moving" element have been made to harmonize the terms therein with their antecedents in the amended claims. Finally, the "retracting" and "rotating" elements have been added (see again, for example, Figs. 3, 4, 6 and 9 of the patent drawings and col. 6, lines 17-46; col. 6, lines 6 to col. 7, line 14; and lines 52-58).

Dependent Claim 73 has been added. The support for this feature is found in Figs. 3-5 of the patent drawings and the accompanying description thereof at col. 6, lines 37-46 and col. 6, line 66 to col. 7, line 14.

With regard to the capacity of Mr. Erich Haefeli, General Counsel and Head of the Patent Department of the assignee, the Patent and Trademark Office must recognize that European corporate laws, such as those of Liechtenstein under whose laws the assignee is organized, are different from U.S. corporate laws. Attached is an extract from the Liechtenstein commercial register showing Mr. Haefeli's current position as a Board Member ("Mitglerd des Verwaltangerates"). Under Liechtenstein law, Mr. Haefeli is equivalent to an officer of a company organized under the laws of the states of the United

States and is authorized to bind the assignee. For the record, we attached excerpts from a treatise entitled Company Law in Europe (Kluver-Harrap 1975) briefly summarizing the corporate law of Liechtenstein as it relates to an Aktiengesellschaft. The attached unexecuted Third Supplemental Declaration will be submitted after execution to reflect Mr. Haefeli's title as a Board member.

Accordingly, Applicant submits that the amendment is now fully compliant with 37 C.F.R. § 1.173. Early and favorable action is thus earnestly solicited.

If there are any questions regarding this amendment or the application in general, a telephone call to the undersigned would be appreciated since this should expedite the prosecution of the application for all concerned.

If necessary to effect a timely response, this paper should be considered as a petition for an Extension of Time sufficient to effect a timely response, and please charge any deficiency in fees or credit any overpayments to Deposit Account No. 05-1323 (Docket #080310.40901C2).

Respectfully submitted,

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Company Law in Europe

ally vested with the rights and claims which he has acquired. It will normally be implied that the other members or promoters who have known of his activities will be liable to the person who has acted but not to the third parties. Once the organization has been duly registered or otherwise come into existence the company can within three months ratify such a transaction and adopt all rights, duties and liabilities in respect of it. In this case the liability of the individual person who has contracted on behalf of the company is terminated provided that the third party knew that the business was being transacted on behalf of a company 'in formation'.

V. THE AKTIENGESELLSCHAFT

Characteristics of the AG

49. An AG is a company with a corporate name and a stated capital, divided into shares, for whose commitments only the assets of the company are liable; and where the members are not personally liable (PGR art.261).

50. The concept of the Liechtenstein AG follows broadly the pattern of the Swiss AG, which in turn is related to the German and Austrian AG. However, there are significant differences as compared to the Swiss, German and Austrian forms, the major ones being the following:

(1) one subscriber is sufficient (most of the other legislations require at least two subscribers);
(2) the minimum capital of SF 50,000 or its equivalent in kind, must be fully paid up;
(3) the shares are not required to have a minimum par value;
(4) the shares need not have a par value at all (no par value shares);
(5) the directors of the company need not be shareholders;
(6) if permitted in the articles, bearer share certificates can be issued to the shareholders if 50 per cent of the par value has been paid up, provided, of course, that in all at least SF 50,000 has been paid up (other legislations allow only registered shares to be issued before full payment);
(7) the articles can give the directors power to co-opt additional directors;
(8) the annual balance sheet and profit and loss account of the company need not be published;
(9) auditors and a supervisory board are only obligatory under certain conditions;
(10) meetings of the shareholders or of the directors can take place anywhere in the world;
(11) the articles can impose a liability to make additional payments upon the shareholders (such a clause in the articles is extremely unusual).

Formation of an AG

51. The AG acquires corporate personality by registration in the Commercial Register (see paras 12 to 23 above). Before application for registration, the following steps have to be taken and the following documents executed:

(1) articles containing the required provisions (see para.24 above);
(2) subscription of all the share capital by the founders;
(3) contribution of the capital by the subscribers in cash or in kind;
(4) bank certificate in respect of payments in cash or valuation in respect of contributions in kind;
(5) appointment of the first directors by the founders;
(6) certified specimen signatures of the directors, including certification of their permanent addresses;
(7) constitution of the company.

Usually the document setting out the constitution of the company will contain the subscription of the shares and the appointment of the executives so that the latter acts do not require separate documents.

52. Besides the *uno actu* formation outlined above, the Liechtenstein PGR provides for a formation by stages (*Sukzessivgründung*), whereby the founders do not subscribe the entire share capital but offer the remaining shares for public subscription. In practice such formations in two steps hardly ever occur.

Capital and shares

53. At least 20 per cent of the share capital of the company must be paid up immediately and the total paid up capital must reach at least SF 50,000. The holders of the shares which are not fully paid up are liable for the amount outstanding. Shares cannot be issued at a discount (i.e., under par value). The capital is divided into shares and the articles must specify the number of shares, their par value (unless they are no par value shares), and whether they are bearer shares or registered shares.

54. Bearer shares are the more frequent form of shares. These are securities without the name of the shareholder and whoever is in possession of a bearer share certificate will be accepted as the shareholder. Bearer shares are transferred by simple delivery. No written document of transfer is necessary.

55. Registered shares bear the name of the shareholder. The shareholders are registered in the register of shareholders which is kept by the directors of the company. Registered shares are transferred by endorsement to the transferee.

56. If registered shares are issued the articles frequently contain restrictions on

transfer. These restrictions can consist of an automatic option in favour of the other shareholders, the right of first refusal or the absolute prohibition of transfer without the consent of the other shareholders.

57. In the absence of a statutory clause to the contrary, both bearer shares and registered shares can be transferred without restriction.

58. In the case of an increase of capital, the shareholders must have the opportunity to subscribe for new shares in proportion to their current shareholding. Only if a shareholder does not exercise this right can outsiders or other shareholders subscribe for the shares which have been thus reserved.

59. Non-voting profit participation rights (*Genusscheine*) are in some respects similar to shares. They usually grant a certain percentage of the net profits (and often also of the liquidation proceeds) to certain persons. Nevertheless, these persons are not members of the company but creditors. Contributions and advances which are made in consideration of such non-voting profit participation rights are not part of the share capital.

60. Normally (there are certain exceptions) the company is not allowed to acquire its own shares.

Organization

General meeting of shareholders

61. The shareholders' meeting is the 'parliament' of the company, with each share of the company normally carrying one vote. The major functions of the shareholders' meeting are the appointment of directors and of the supervisory board (if required), the approval of the balance sheet, the determination of dividends to be paid (but only upon the recommendation of the directors), the removal of directors, the release of the board of directors and the alteration or amendment of the articles. The articles can confer additional powers on the shareholders' meeting.

62. A general meeting can be convened by the directors (or liquidators) or, in urgent cases, by the supervisory board or the auditors. A minority of 10 per cent of the shareholders can request the directors to call a meeting. The notice must contain the agenda. Items which are not on the agenda can be validly resolved only if all shareholders attend the meeting and the resolution is passed unanimously.

63. Unless the articles provide otherwise, ordinary resolutions of the shareholders' meeting can be passed by a simple majority of the shares represented at the particular

meeting. Ordinary meetings must be convened annually within six months from the end of the fiscal year. If there are not at least 10 per cent of the votes represented at the ordinary meeting, no resolutions may be passed and a second meeting must be called which can validly conduct business regardless of the numbers present.

64. Extraordinary or special resolutions of the general meeting (in particular for amendments of the articles) require in general a majority of three-fourths of the votes cast with at least 50 per cent of the total votes being represented at the meeting.

65. A stricter quorum is necessary for the following major decisions:
(1) change of objects;
(2) conversion of the company into another legal form;
(3) amendment of clauses in the articles stipulating a quorum for resolutions of the shareholders' meeting.
In these cases resolutions must be passed with a majority of three-fourths of the votes actually cast and of two-thirds of the total votes.

66. The articles can provide for different majorities from those mentioned above. The majority required for amendments of the articles guarantees 'minority rights' to shareholders having more than 25 per cent of the votes. They can prevent any change of statutory clauses, increase or reduction of capital, etc. However, if they refuse amendments which are clearly in the best interests of the company they might in certain circumstances become liable for damages.

67. Any special resolution of shareholders pertaining to an amendment of the articles must be certified and filed with the Commercial Register whether it concerns a fact that is registered or not. The Registrar will check on the validity of the resolution to the extent of ascertaining that those who attended the meeting and cast their votes had the right to do so. For this purpose, the original share certificates or a statement from a bank certifying that the share certificates have been deposited in the name of the person who attended the meeting must be attached to the application. If a registered shareholder was represented by a proxy, the written proxy must also be filed with the Register.

Board of directors

68. The board of directors (*Verwaltungsrat*) has the general power to conduct the business of the company as outlined above (see paras 37 to 42).

69. Provided that the articles do not contain a provision to the contrary, the first board of directors is, upon formation of the company, appointed for not more than three years and subsequently for not more than six years. Usually the articles

contain a limitation on the numbers of directors.

70. The corporate act of appointing or dismissing directors is independent of the directors' terms of employment. The directors can either be full-time employees of the company or they can act as professional appointees or as nominees and receive a remuneration or fee and disbursements. Consequently, dismissal of a director will be immediately valid notwithstanding that according to the terms of his contract the termination of the employment is not valid.

Auditors and supervisory board

71. One or more auditors must be appointed by the general meeting if (a) the company has at least twenty shareholders, (b) the capital exceeds SF 50,000, and (c) the issued share certificates are freely transferable. The auditors have the following duties:

(1) to audit the balance sheet and the profit and loss account;
(2) to ensure that the books of account are properly kept;
(3) to report to the general meeting;
(4) to supervise the due observance of the rules and regulations of the company;
(5) to represent the company in all transactions with the members of the board of directors (e.g., terms of employment, etc.).

The articles can provide for the appointment of a supervisory board in any case, and determine its powers.

Representative

72. The relevant rules are set out in para.43 above.

Dissolution, liquidation and transformation

73. The relevant rules are set out in paras 44 to 47 above.

VI. THE ANSTALT

Characteristics of the Anstalt

74. The *Anstalt* or 'establishment', is an original conception of Liechtenstein law without any equivalent in other European company law systems. It is the corporate form which allows the promoter the widest freedom in setting out its powers and internal relationships, whereas vis-à-vis third parties it will, in every case, be a corporate entity with limited liability. The principal provisions pertaining to the *Anstalt* are comprised in articles 534 to 551 of the PGR; moreover, inasmuch as the articles of association do not provide to the contrary, the rules as laid down for the trust enterprise in the Law on trust enterprises (now PGR art.932*a*) apply automatically.